

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

NATIONAL STARCH AND CHEMICAL  
INVESTMENT HOLDING  
CORPORATION, PENFORD  
AUSTRALIA LTD, and PENFORD  
HOLDINGS PTY,

Plaintiffs,

v.

CARGILL, INC. and  
MGP INGREDIENTS, INC.,

Defendants.

C.A. No. 04-1443-GMS

**DEFENDANTS CARGILL, INC. AND MGP INGREDIENTS, INC.'S  
MOTION FOR LEAVE TO FILE FIRST AMENDED  
ANSWERS AND COUNTERCLAIMS**

Defendants Cargill, Inc. and MGP Ingredients, Inc. move pursuant to Rules 13 and 15 of the Federal Rules of Civil Procedure to amend their Answers and Counterclaims. The reasons for Defendants' motion to amend are fully set forth in the Opening Brief in Support of Defendants Cargill, Inc. and MGP Ingredients, Inc.'s Motion for Leave to File First Amended Answers and Counterclaims filed herewith.

Copies of Defendants' Amended Answers and Counterclaims are attached hereto as Exhibit A. Blacklined copies of the Amended Answers and Counterclaims showing changes from the original documents are attached hereto at Exhibit B.

WHEREFORE, Defendants request that the Court grant this motion to amend.

Dated: February 1, 2006

FISH & RICHARDSON P.C.

By: */s/ Thomas L. Halkowski*

---

Thomas L. Halkowski (#4099)  
919 N. Market Street, Suite 1100  
P.O. Box 1114  
Wilmington, DE 19899-1114  
Telephone: (302) 652-5070  
Facsimile: (302) 652-0607

Attorneys for Defendants  
Cargill, Inc. and MGP Ingredients, Inc.

**CERTIFICATE OF SERVICE**

I hereby certify that on February 1, 2006, I electronically filed with the Clerk of Court **DEFENDANTS CARGILL, INC. AND MGP INGREDIENTS, INC.'S MOTION FOR LEAVE TO FILE FIRST AMENDED ANSWERS AND COUNTERCLAIMS** using CM/ECF which will send electronic notification of such filing(s) to the following Delaware counsel. In addition, the filing will also be sent via hand delivery:

Josy W. Ingersoll  
Karen E. Keller  
Young Conaway Stargatt & Taylor, LLP  
The Brandywine Building, 17th Floor  
1000 West Street  
P.O. Box 391  
Wilmington, DE 19899-0391

*Attorneys for Plaintiffs  
National Starch and Penford*

I hereby certify that on February 1, 2006, I mailed via Federal Express, the document to the following:

Richard L. DeLucia  
Paul M. Richter, Jr.  
Jerry Canada  
Kenyon & Kenyon LLP  
One Broadway  
New York, NY 10004

*Attorneys for Plaintiffs  
National Starch and Penford*

/s/ Thomas L. Halkowski  
Thomas L. Halkowski